

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Obj. Deadline: November 21, 2024 at 4:00 p.m. (ET)

**FIRST MONTHLY FEE STATEMENT OF DAVIS POLK & WARDWELL LLP,
AS BANKRUPTCY COUNSEL FOR THE DEBTORS AND DEBTORS IN
POSSESSION, FOR ALLOWANCE OF MONTHLY COMPENSATION AND
FOR REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES
INCURRED FOR THE PERIOD
SEPTEMBER 9, 2024, THROUGH AND INCLUDING SEPTEMBER 30, 2024**

Name of Professional:	DAVIS POLK & WARDWELL LLP
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	October 21, 2024, <i>nunc pro tunc</i> to September 9, 2024
Period for which compensation and reimbursement is sought:	September 9, 2024 through and including September 30, 2024
Amount of compensation sought as actual, reasonable and necessary:	\$1,297,961.60 (80% of \$1,622,452.00)
Amount of reimbursement sought as actual, reasonable and necessary:	\$14,645.65
This is a <u>x</u> monthly <u> </u> interim <u> </u> final application	

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors' corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

The total time expended for fee statement preparation is approximately 31.5 hours and the corresponding compensation requested is approximately \$24,606.00.²

If this is not the first fee statement filed, disclose the following for each prior fee statement:

DATE FILED	PERIOD COVERED	REQUESTED FEES/EXPENSES	APPROVED FEES/EXPENSES
N/A	N/A	N/A	N/A

² With the exception of approximately 2.1 hours billed on September 30, 2024 (accounting for approximately \$1,365.00 in compensation), allowance for compensation for such time is not requested in this statement but will be sought in a subsequent fee statement.

COMPENSATION BY PROFESSIONAL

BIG LOTS, INC., *et al.*
(Case No. 24-11967 (JKS))

September 9, 2024 through September 30, 2024

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate ³	Total Billed Hours	Total Compensation
Partners				
Nick Caro	Partner/Sponsor Finance. Partner since 2024. Joined the firm as a partner in 2024. Member of the NY Bar since 2013.	2,345	18.8	\$44,086.00
Marcel R. Fausten	Partner/Capital Markets. Partner since 2017. Joined the firm as an associate in 2007. Member of the NY Bar since 2008.	2,375	0.8	\$1,900.00
Corey M. Goodman	Partner/Tax. Partner since 2021. Joined the firm as a partner in 2021. Member of the NY Bar since 2008.	2,375	1.8	\$4,275.00
Brian D. Hirsch	Partner/Real Estate. Partner since 2018. Joined the firm as an associate in 2014. Member of the NY Bar since 2008.	2,345	1.8	\$4,221.00
Adam Kaminsky	Partner/Executive Compensation. Partner since 2019. Joined the firm as a partner in 2019. Member of the NY Bar since 2006.	2,375	2.3	\$5,462.50
James I. McClammy	Partner/Civil Litigation. Partner since 2015. Joined the firm as an associate in 2000. Member of NY Bar since 1999.	2,375	27.9	\$66,262.50
Brian M. Resnick	Partner/Restructuring. Partner since 2011. Joined the firm as an associate in 2003. Member of the NY Bar since 2004.	2,375	51.6	\$122,550.00
Adam L. Shpeen	Partner/Restructuring. Partner since 2021. Joined the firm as an associate in 2012. Member of the NY Bar since 2013.	2,345	80.7	\$189,241.50

³ The hourly billing rate for non-working travel time has been adjusted to 50% of the normal rates.

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate ³	Total Billed Hours	Total Compensation
Brian Wolfe	Partner/Mergers & Acquisitions. Partner since 2015. Joined the firm as an associate in 2008. Member of the NY Bar since 2008.	2,375	1.4	\$3,325.00
Counsel				
Mary K. Marks	Counsel/Antitrust & Competition. Joined the firm as a counsel in 2015. Member of the NY Bar since 1994.	1,830	3.3	\$6,039.00
Tracy L. Matlock	Counsel/Tax. Joined the firm as an associate in 2011. Member of the NY Bar since 2013.	1,830	6.0	\$10,980.00
Jason Palios	Counsel/Sponsor Finance. Joined the firm as an associate in 2020. Member of the NY Bar since 2016.	1,725	4.8	\$8,280.00
Jonah A. Peppiatt	Counsel/Restructuring. Joined the firm as an associate in 2016. Member of the NY Bar since 2015.	1,725	54.2	\$93,495.00
Stephen D. Piraino	Counsel/Restructuring. Joined the firm as an associate in 2014. Member of the NY Bar since 2014.	1,830	108.2	\$198,006.00
Lawrence R. Plotkin	Counsel/Real Estate. Joined the firm as a counsel in 2015. Member of the NY Bar since 1991.	1,830	1.3	\$2,379.00
Heather Weigel	Counsel/Mergers & Acquisitions. Joined the firm as an associate in 2017. Member of the NY Bar since 2018.	1,725	6.9	\$11,902.50
Associates				
Gennie A. Amir	Associate/Real Estate. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	16.9	\$19,266.00
Jonathan Bi	Associate/Mergers & Acquisitions. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	29.2	\$28,178.00
Matthew R. Brock	Associate/Litigation. Joined the firm as an associate in 2014. Member of the NY Bar since 2015.	1,590	51.8	\$82,362.00

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate ³	Total Billed Hours	Total Compensation
Vincent Cahill	Associate/Restructuring. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	106.1	\$120,954.00
Charles Collier	Associate/Tax. Joined the firm as an associate in 2021. Member of the NY Bar since 2018.	1,590	3.5	\$5,565.00
Henry G. Goldberg	Associate/Litigation. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	1.8	\$1,737.00
Jacob Goldberger	Associate/Restructuring. Joined the firm as an associate in 2023. Member of the NY Bar since 2023.	965	147.5	\$142,337.50
Cameron K. Hood	Associate/Mergers & Acquisitions. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	14.1	\$16,074.00
Lincoln Jim	Associate/Capital Markets. Joined the firm as an associate in 2017. Member of the NY Bar since 2020.	1,590	8.1	\$12,879.00
Andrew Lent	Associate/Real Estate. Joined the firm as an associate in 2020. Member of the NY Bar since 2022.	1,490	4.5	\$6,705.00
Gabriella Mazero	Associate/Intellectual Property. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	2.7	\$3,078.00
Daniel O'Toole	Associate/Antitrust & Competition. Joined the firm as an associate in 2020. Member of the DC Bar since 2022.	1,570	3.0	\$4,710.00
Caroline Peters	Associate/Tax. Joined the firm as an associate in 2022. Member of the NY Bar since 2024.	1,140	15.6	\$17,784.00
Alanna Phillips	Associate/Tax. Joined the firm as an associate in 2021. Member of the NY Bar since 2023.	1,490	1.4	\$2,086.00

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate ³	Total Billed Hours	Total Compensation
Adrian Rabin	Associate/Intellectual Property. Joined the firm as an associate in 2022. Member of the NY Bar since 2021.	1,570	1.0	\$1,570.00
Alexander G. Severance	Associate/Sponsor Finance. Joined the firm as an associate in 2024. Member of the NY Bar since 2022.	1,490	23.0	\$34,270.00
Ethan Stern	Associate/Restructuring. Joined the firm as an associate in 2021. Member of the NY Bar since 2022.	1,490	150.9	\$224,841.00
Tony Sun	Associate/Litigation. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	26.6	\$25,669.00
Kevin L. Winiarski	Associate/Restructuring. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	63.1	\$60,891.50
Alison Wulfe	Associate/Real Estate. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	2.0	\$1,930.00
Legal Assistants / Law Graduates / Librarians				
Magali Giddens	Legal Assistant	650	34.8	\$22,620.00
Michael Guerrero	Legal Assistant	460	6.9	\$3,174.00
Kelsey D. Stevens	Legal Assistant	650	2.3	\$1,495.00
Matthew O'Donnell	Lawyer/Sponsor Finance. Not admitted locally. Joined Davis Polk in 2024.	1,140	6.1	\$6,954.00
Frances C. Fynan	Reference Librarian	595	3.4	\$2,023.00
Priscilla C. O'Carroll	Senior Corporate Librarian	745	1.2	\$894.00
Total		\$1,475.90	1,099.3	\$1,622,452.00
BLENDED RATE: \$1,475.90				
ATTORNEY BLENDED RATE: \$1,517.61				

COMPENSATION BY PROJECT CATEGORY

BIG LOTS, INC., *et al.*
(Case No. 24-11967 (JKS))

September 9, 2024 through September 30, 2024

Project Category	Total Hours	Total Fees
AHG / UCC / Lender Issues	9.0	\$17,724.50
Asset Dispositions	155.0	\$223,501.50
Business Operation	29.0	\$53,031.00
Claims / Creditor Outreach	40.5	\$60,203.50
Contract / Leases	230.7	\$308,655.00
Corporate Governance / Board Matters / Communications	1.6	\$2,900.00
Employee and Labor	11.6	\$24,060.50
Financing	54.0	\$92,797.00
General Case Administration	170.5	\$227,165.00
Hearing Preparation / Attendance	205.6	\$345,075.00
Litigation	94.6	\$133,123.00
Regulatory / Antitrust/ IP	33.0	\$45,298.50
Reporting	10.7	\$18,380.00
Retention DPW: Preparation of Fee Applications, Budgeting	30.1	\$33,859.50
Retention of Non-DPW: Preparation of Retention-Related Materials	13.7	\$17,979.00
Travel (Non-Working) (50%)	9.7	\$18,699.00
TOTAL	1,099.3	\$1,622,452.00

EXPENSE SUMMARY

BIG LOTS, INC., *et al.*
(Case No. 24-11967 (JKS))

September 9, 2024 through September 30, 2024

Expense Category	Total Expenses
Postage, Courier & Freight	\$76.76
Outside Documents & Research	\$482.09
Meals	\$697.59
Travel	\$8,201.53
Computer Research	\$4,656.68
Word Processing & Secretarial	\$531.00
Grand Total Expenses	\$14,645.65

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FOR THE DISTRICT OF DELAWARE**

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Debtors.¹

Chapter 11

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(Jointly Administered)

Obj. Deadline: November 21, 2024 at 4:00 p.m. (ET)

**FIRST MONTHLY FEE STATEMENT OF DAVIS POLK & WARDWELL LLP,
AS BANKRUPTCY COUNSEL FOR THE DEBTORS AND DEBTORS IN
POSSESSION, FOR ALLOWANCE OF MONTHLY COMPENSATION AND
FOR REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES
INCURRED FOR THE PERIOD
SEPTEMBER 9, 2024 THROUGH AND INCLUDING SEPTEMBER 30, 2024**

Davis Polk & Wardwell LLP (“Davis Polk”), as bankruptcy counsel for the debtors and debtors in possession in the above-captioned cases (the “Debtors”), submits this fee statement (the “Fee Statement”) for monthly and interim allowance of compensation for professional services rendered by Davis Polk to the Debtors for the period of September 9, 2024 through September 30, 2024 (the “Statement Period”), and reimbursement of actual and necessary expenses incurred by Davis Polk during the Statement Period pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Local Rules of Bankruptcy

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “U.S. Trustee Guidelines”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Retained Professionals* [D.I. 519] (the “Interim Compensation Procedures Order”).² In support of this Fee Statement, Davis Polk represents as follows:

JURISDICTION

1. This Court has jurisdiction over this Fee Statement pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
2. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2016, Local Rule 2016-2, the U.S. Trustee Guidelines, and the Interim Compensation Procedures Order.

BACKGROUND

3. On September 9, 2024 (the “Petition Date”), the Debtors filed voluntary petitions under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors have continued in the management and operation of their businesses and properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 cases.

² Capitalized terms used but not defined herein are defined in the Interim Compensation Procedures Order.

4. On September 23, 2024, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors pursuant to section 1102 of the Bankruptcy Code (the “Committee”). *See Not. of Appointment of Comm. of Unsecured Creditors* [D.I. 248].

DAVIS POLK’S RETENTION

5. Prior to the commencement of these Chapter 11 cases, the Debtors retained Davis Polk to provide advice regarding, among other things, preparing for, commencing, and prosecuting these cases under Chapter 11 of the Bankruptcy Code. On September 18, 2024, the Debtors filed the *Application of Debtors for Authority to Employ and Retain Davis Polk & Wardwell as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date* [D.I. 205] (the “Davis Polk Retention Application”).

6. On October 21, 2024, this Court granted the Davis Polk Retention Application pursuant to the *Order Approving Application of Debtors for Authority to Employ and Retain Davis Polk & Wardwell LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date* [D.I. 577] (the “Davis Polk Retention Order”).

INTERIM COMPENSATION PROCEDURES ORDER

7. The Court entered the Interim Compensation Procedures Order on October 17, 2024. The Interim Compensation Procedures Order sets forth the procedures for interim compensation and reimbursement of expenses for all Professionals (as defined in the Interim Compensation Order) in these cases.

8. In particular, the Interim Compensation Procedures Order provides that Professionals may file and serve a Monthly Fee Statement following the month or months for which compensation is sought, for interim approval and allowance of compensation for services rendered and reimbursement of expenses incurred during the immediately preceding month or

months. Parties in interest will have 14 days (or the next business day if such day is not a business day) after the filing of a Monthly Fee Statement (the “Objection Deadline”) to object to the requested compensation for services rendered and reimbursement of expenses incurred. Provided that there are no objections to such Monthly Fee Statement filed before the expiration of the Objection Deadline, the Professional may file a certificate of no objection (the “Certificate of No Objection”) with the Court.

9. Upon the filing of a Certificate of No Objection, the Debtors are authorized to pay such Professional 80 percent of the fees and 100 percent of the expenses requested in such Monthly Fee Statement.

RELIEF REQUESTED

10. Davis Polk submits this Statement for (a) allowance of reasonable compensation for the actual, reasonable, and necessary professional services that it has rendered as counsel for the Debtors in these cases during the Statement Period and (b) reimbursement of actual, reasonable, and necessary expenses incurred by Davis Polk in representing the Debtors during the Statement Period.

11. During the Statement Period, Davis Polk incurred fees in the amount of \$1,622,452.00. For the same period, Davis Polk incurred actual, reasonable, and necessary expenses totaling \$14,645.65. As of the date of this Statement, Davis Polk has received no payments with respect to these amounts.

12. Set forth on the foregoing “Compensation by Project Category” is a summary, by subject matter category, of the time expended by Davis Polk timekeepers to the Debtors’ cases during the Statement Period.

13. **Exhibit A** attached hereto contains logs, sorted by case project category, which show the time recorded by professionals, paraprofessionals, and other support staff, as well as descriptions of the services provided.

14. **Exhibit B** attached hereto contains a breakdown of actual, reasonable, and necessary expenses incurred by Davis Polk during the Statement Period.

15. Davis Polk charges \$0.15 per page for photocopying and printing.

16. In accordance with Local Rule 2016-2, Davis Polk has reduced its request for compensation for non-working travel, if any, to 50% of its normal rate.

17. Davis Polk has endeavored to represent the Debtors in the most expeditious and economical manner possible. Tasks have been assigned to attorneys, paralegals, and other support staff at Davis Polk so that work has been performed by those most familiar with the particular matter or task and, where attorney or paralegal involvement was required, by the lowest hourly rate professional appropriate for a particular matter. Moreover, Davis Polk has endeavored to coordinate with the other professionals involved in these cases to minimize any duplication of effort and to minimize attorneys' fees and expenses to the Debtors. Davis Polk believes it has been successful in this regard.

18. No agreement or understanding exists between Davis Polk and any other person for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

19. The undersigned has reviewed the requirements of Local Rule 2016-2 and certifies to the best of his or her information, knowledge, and belief that this Fee Statement complies with that Rule.

WHEREFORE, Davis Polk respectfully requests that the Debtors pay Davis Polk \$1,312,607.25, which is equal to the sum of 80% (\$1,297,961.60) of Davis Polk's requested compensation (\$1,622,452.00) and 100% (\$14,645.65) of Davis Polk's requested expense reimbursement.

Dated: November 7, 2024
New York, NY

DAVIS POLK & WARDWELL LLP

/s/ Brian M. Resnick

Brian M. Resnick (admitted *pro hac vice*)
Adam L. Shpeen (admitted *pro hac vice*)
Stephen D. Piraino (admitted *pro hac vice*)
Jonah A. Peppiatt (admitted *pro hac vice*)
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Counsel to the Debtors and Debtors in Possession